

December 21, 2004

Ms. Jennifer J. Johnson, Secretary
Board of Governors of the Federal Reserve System
20th and C Streets, N.W.
Washington, D.C. 20551

VIA ELECTRONIC MAIL TO:
regs.comments@federalreserve.gov

Re: Agency Information Collection Activities – Comment Request
Proposed Revisions to Forms FR Y-9C and FR Y-9LP
(OMB control number 7100-0128)

Dear Ms. Johnson:

Wells Fargo & Company (“Wells Fargo”) appreciates the opportunity to comment on the proposed revisions to regulatory reports and instructions reflecting quarterly financial statements of bank holding companies filed on Forms FR Y-9C and FR Y-9LP (the “Proposal”) as set forth in the notice and request for comment by the Board of Governors of the Federal Reserve System (the “Board”). Wells Fargo & Company is a diversified financial services company with \$422 billion in assets, providing banking, insurance, investments, mortgage and consumer finance across North America and elsewhere internationally.

Accelerated Filing Deadline – Form FR Y-9C

The Securities and Exchange Commission (“SEC”) recently adopted a final rule which would postpone for one year the last phase of its planned acceleration of filing deadlines for public registrant’s periodic filings on Forms 10-Q and 10-K. In keeping with issuance of this final rule, the Board proposes to postpone the accelerated filing deadline for quarterly reporting top-tier bank holding companies of 35 days until the June 2006 reporting date. The 35-day filing deadline would be effective for each quarter thereafter, except for the December reporting date and for all other second-tier bank holding companies, which would remain at 45 days. The SEC’s basis for its delay is to permit public companies and their auditors sufficient opportunity to focus on the implementation of Section 404 of the Sarbanes Oxley Act. **Wells Fargo supports the Board’s proposed delay until the June 2006 reporting date and recommends the Board clarify in its final instructions that the deadline for second-tier bank holding companies would remain at 45 days. The Board should also confirm in its final instructions that its 35-day deadline for top-tier bank holding companies will be defined as “5 business days after the 30th day after the report date.”**

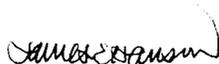
Accelerated Filing Deadline – Form FR Y-9LP

The Board proposes to accelerate the filing deadline for Parent-only financial statements filed on Form FR Y-9LP to the same timeframe as consolidated bank holding company financial statements filed on Form FR Y-9C. The Proposal cites that a “number of bank holding companies have requested that the filing deadline for the FR Y-9LP be made consistent with the FR Y-9C.” In my discussions with representatives of other large bank holding companies, I am not aware of any bank holding companies that have made this request of the Board. Those bank holding companies who voluntarily desire to file earlier are not currently precluded from doing so.

The financial reporting teams of large bank holding companies, including Wells Fargo, are already under increasing demands to prepare and complete required SEC filings, Bank Call reports and the Board’s FR Y-9C within approximately one month following the end of the reporting period. The accelerated filing deadline for Form FR Y-9LP would increase the burden on bank holding companies to produce and file yet an additional report within the same timeframe, and still ensure that regulatory agency expectations for validity and quality edits are satisfactorily met. As discussed in my February 20, 2003 comment letter to the Board when this proposal was last made, Form FR Y-9LP is not as widely used by the public and merely proposing a filing deadline consistent with the FR Y-9C is not sufficient reason to accelerate the filing deadline for Form FR Y-9LP. Additional time would permit bank holding companies to allow existing resources to focus on ensuring the highest quality possible for the Form FR Y-9C filing and then refocus resources to Form FR Y-9LP, including additional information for cash flow reporting, investment in subsidiaries detail and other memoranda items. **Wells Fargo strongly recommends that the Board maintain the filing deadline for top-tier and second-tier bank holding company Form FR Y-9LP at 45 days.**

We appreciate the opportunity to comment on the proposal. If you have any questions about our comments, please call me at (612) 667-7768. You may also e-mail me at james.e.hanson2@wellsfargo.com.

Very truly yours,



James E. Hanson
Director, Financial Reporting

JEH/hs

cc: Evan Wallitt
Federal Reserve Bank of San Francisco

Gail L. Haas
The Clearing House Association L.L.C.



Controller's Division
Wells Fargo Center
MAC N9305-152
Sixth and Marquette
Minneapolis, MN 55479

February 20, 2003

Jennifer J. Johnson, Secretary
Board of Governors of the Federal Reserve System
20th and C Streets, N.W.
Washington, D.C. 20511

Re: Notice and Request for Comment – Agency Information Collection Activities:
Proposed Collection (OMB Control Number 7100-0 128)

Dear Ms. Johnson:

Wells Fargo & Company (“Wells Fargo”) appreciates the opportunity to comment on the proposed revisions to regulatory reports reflecting quarterly financial statements of bank holding companies tiled on Forms FR Y-9C and FR Y-9LP (the “Proposal”) set forth in the notice and request for comment by the Board of Governors of the Federal Reserve System (the “Board”). Wells Fargo & Company is a diversified financial services company with \$349 billion in assets, providing banking, insurance, investments, mortgage and consumer finance across North America and elsewhere internationally. At December 31, 2002, Wells Fargo filed 10 reports on Form FR Y-9C and 15 reports on Form FR Y-9LP.

Accelerated Filing Deadline – Form FR Y-9C

Wells Fargo appreciates the Board’s desire for timelier filing of bank holding company information; however, the proposed acceleration of the required filing date from 45 days following the quarter-end reporting date to 35 days would place an increased burden on our organization. The proposed accelerated filing deadline is only five calendar days after the filing deadline for bank call reports. Certain FR Y-9C schedules are derived by compiling information from the bank call reports, which would leave little time to effectively complete and review the FR Y-9C. Furthermore, banking regulators, including the Federal Reserve, have previously set forth proposals to require reports pass all validity edits and include narrative remarks for all quality edit exceptions prior to the data being accepted by the applicable regulator. The accelerated filing deadlines would greatly increase burden and costs in preparing the reports, and ensuring regulatory agency expectations for validity and qualitative edits are satisfactorily met. As a large filer of bank call reports (28 at December 31, 2002) and FR Y-9C reports, this impact would be significant to Wells Fargo. Without sufficient time to prepare and complete all reports, the need for revisions could increase.

Wells Fargo recommends that the Board consider revising the proposal to require the accelerated filing deadline solely for the top tier bank holding company in an organization and that the filing deadline for other lower tier bank holding companies remain at the current 45 days. This approach would appear to meet the Federal Reserve's desire for data for the purpose of market discipline as the top tier holding company is usually the reporting entity of interest to users of financial information. Additionally, Wells Fargo believes that the implementation period for the FR Y-9C report deadlines should be consistent with the phase-in schedule adopted for SEC filings.

Selected Income Statement and Balance Sheet Information of Large Predecessor Institutions

The Proposal requires the collection of selected income statement and balance sheet information of "large" predecessor institutions for a reporting bank holding company that has completed an acquisition. The proposal would require disclosure of predecessor financial information for any acquisition with assets of more than \$150 million. Wells Fargo believes this information is already sufficiently covered by data provided to the Federal Reserve at the time an application is submitted for approval and does not need to be collected on the FR Y-9C. In fact, to the extent the acquisition involves a bank or bank holding company, the information should have already been previously collected by regulatory agencies in sufficient detail to facilitate current period analysis. To the extent that acquisitions involve entities that were not subject to the same level of extensive regulation as banks or bank holding companies, or have been immediately integrated into the organization such that discreet information with respect to the acquisition is no longer readily available, the cost of obtaining relevant information may far exceed any benefits of separately maintaining the data, particularly in the case of smaller transactions.

Wells Fargo has consummated more than 35 business combinations in the past three years. It is not clear whether the Board contemplates separate schedules or a single, combined schedule for each transaction. Virtually all of Wells Fargo's acquisitions were not individually significant (or in the aggregate), based on the SEC's definition of significance in Regulation S-X, and Wells Fargo believes that the materiality threshold established by the Board should more closely reflect institution-specific factors, e.g., the reporting threshold should be based on a percentage of assets or capital, similar to the reporting thresholds in place for non-bank entities reported on Form FR Y-11. Lastly, to the extent financial information has been requested for individual transactions, Wells Fargo believes that the information should be treated as confidential, consistent with the same treatment accorded this data in the application process.

Schedule IIC-N – Past Due and Nonaccrual Loans, Leases and Other Assets

The Federal Reserve proposes to add two items to the memoranda section of Schedule IIC-N to collect information relating to inflows and outflows of nonaccrual loans. The proposal seeks to enhance the Federal Reserve's ability to track shifts in credit quality and seeks to reveal alternative management approaches to the resolution of problem assets, however, data for assets that return to accrual status is apparently not considered. Wells Fargo appreciates the desire of the Federal Reserve to better monitor changes in nonaccrual assets, but believes this information and various management approaches would be best obtained through the examination process rather than as part of the FR Y-9C report.

In addition, Wells Fargo believes that implementation of this aspect of the Proposal should be delayed until no earlier than December 31, 2003. Collection of this data will result in additional programming costs and would require more lead time to implement.

Loans Held in Trading Account

The Federal Reserve has proposed clarifications to the FR Y-9C instructions to describe those instances where loans may be classified as held for trading purposes. Wells Fargo believes that the guidance for reporting loans as held for trading may still be developing because the loan trading market and similar loan trading activities are relatively new and only started to grow in the past several years. The absence of specific GAAP, in some cases, should not preclude institutions from including loans in trading accounts when the facts and circumstances warrant such treatment. If bank holding companies are able to demonstrate that loans in a particular circumstance qualify for classification as held for trading purposes, based on the intent of management, the nature of the activity (trading as opposed to lending), and other transaction-specific facts (e.g., loans acquired for securitization purposes or to complete a credit derivative structured transaction), and are accounted for as trading assets under GAAP, the regulatory accounting should be consistent with GAAP. The current instructions to the FR Y-9C permit bank holding companies to complete the forms in accordance with GAAP. Regulatory agencies should be mindful of avoiding the creation of RAP/GAAP differences in the treatment of loans held for trading purposes due to the impact on balance sheet classification, the income statement and risk-based capital computations.

Accelerated Filing Deadline – Form Y-9LP

Wells Fargo disagrees with the proposal to accelerate the filing deadline for the FR Y-9LP report to within 35 days after the quarter-end reporting date and recommends that the filing deadline remain at the current 45-day deadline. This report is not as widely

used by the public and merely proposing a filing deadline consistent with the FR Y-9C report is not sufficient reason to accelerate the filing deadline for the FR Y-9LP. As previously noted, bank holding companies would already be subject to increased reporting burden due to the proposed changes in FR Y-9C reporting deadlines. Because of the number of FR Y-9LP reports submitted each quarter by Wells Fargo, the accelerated deadline set forth in the Proposal would contribute to additional burden for our organization.

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If you have questions regarding the comments submitted herein, please contact the undersigned at (612)667-7768.

Very truly yours,



James E. Hanson
Director,
M&A/Regulatory Reporting Services

cc: Evan Wallitt
Federal Reserve Bank of San Francisco